

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></div> <div>Debtors.¹</div>	<div>PROMESA Title III</div> <div>Case No. 17 BK 3283-LTS</div> <div>(Jointly Administered)</div>
<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>PUERTO RICO ELECTRIC POWER AUTHORITY,</div> <div>Debtor.</div>	<div>PROMESA Title III</div> <div>Case No. 17 BK 4780-LTS</div> <div>Re: ECF No. 824</div> <div>This Response Relates Only to PREPA and Shall be Filed in Case Nos. 17 BK 4780-LTS and 17 BK 3238-LTS</div>

**JOINDER OF THE PUERTO RICO FISCAL AGENCY AND FINANCIAL ADVISORY
AUTHORITY, ON BEHALF OF THE PUERTO RICO ELECTRIC POWER
AUTHORITY, TO THE RESPONSE OF THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD TO THE MOTION OF THE OFFICIAL COMMITTEE OF
RETIRED EMPLOYEES OF THE COMMONWEALTH OF PUERTO RICO
REGARDING REPRESENTATION OF PREPA RETIREES**

¹ The Debtors in the jointly-administered Title III cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To The Honorable United States District Court Judge Laura Taylor Swain:

The Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”), as fiscal agent for the Puerto Rico Electric Power Authority (“PREPA”), pursuant to the authority granted to it under the *Enabling Act of the Fiscal Agency and Financial Advisory Authority*, Act 2-2017, respectfully submits this joinder (“Joinder”) to the *Response of the Financial Oversight and Management Board to Motion of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico Regarding Representation of PREPA Retirees* [Case No. 17-4780, ECF No. 837] (the “Response”) filed by the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”). In support of this Joinder, AAFAF respectfully states as follows:

Joinder

AAFAF agrees with and supports the statements set forth by the Oversight Board in the Response. AAFAF considers the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “Retiree Committee”) to be well suited to represent the interests of retirees of PREPA (“PREPA Retirees”). AAFAF supports expanding the scope of the Retiree Committee’s representation to include the PREPA Retirees and believes it would be appropriate for the United States Trustee to appoint representatives of the PREPA Retirees to the existing Retiree Committee in order to assure adequate representation of PREPA Retirees. Additionally, AAFAF does not support the appointment of a separate committee to represent the PREPA Retirees as a new committee would likely result in increased costs and unnecessary delay of PREPA’s title III case.

[Remainder of Page Intentionally Left Blank]

Dated: May 23, 2018

Respectfully submitted,

THE PUERTO RICO FISCAL AGENCY AND
FINANCIAL ADVISORY AUTHORITY,

By its attorneys,

/s/ Nathan A. Haynes

Nancy A. Mitchell (*admitted pro hac vice*)
Nathan A. Haynes (*admitted pro hac vice*)
Greenberg Traurig, LLP
200 Park Avenue
New York, NY 10166
Phone: 212.801.9200
Fax: 212.801.6400
Email: mitchelln@gtlaw.com
haynes@gtlaw.com

David D. Cleary (*admitted pro hac vice*)
Kevin D. Finger (*admitted pro hac vice*)
Greenberg Traurig, LLP
77 West Wacker Drive
Suite 3100
Chicago, IL 60601
Phone: 312.456.8400
Fax: 312.456.8435
Email: clearyd@gtlaw.com
fingerk@gtlaw.com

*Counsel to the Puerto Rico Fiscal Agency and
Financial Advisory Authority, as fiscal agent of
the Puerto Rico Electric Power Authority*

By its attorneys,

/s/ Arturo Díaz Angueria
USDC No. 117907

/s/ Katiuska Bolaños Lugo
USDC No. 231812

CANCIO, NADAL, RIVERA & DÍAZ, P.S.C.
PO Box 364966
San Juan, PR 00936-4966
Tel. (787) 767-9625
Fax (787) 764-4430
adiaz@cnrd.com
kbolanos@cnrd.com

*Counsel to the Puerto Rico Fiscal Agency and
Financial Advisory Authority, as fiscal agent of
the Puerto Rico Electric Power Authority*